

OSTER Researching Services

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RECORDATION NO. 18672-E FILED

February 23, 2001

FEB 23 '01 11:19 AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment and Assumption Agreement dated 2/21/01 between the following parties:

Assignor:	Joseph Transportation Services, Inc. P. O. Box 1077 Cincinnati, OH 45201
Assignee:	Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue Minneapolis, MN 55479
Equipment:	38, Railcars WRRC 200-254, NI

Please record this agreement as a secondary document to STB Recordation #18672. The filing fee of \$27 is enclosed.

Summary for Index: Memorandum of Assignment and Assumption Agreement dated 2/21/01 between Joseph Transportation Services, Inc. and Wells Fargo Equipment Finance, Inc. involving 38 railcars within the series WRRC 200-254.

Sincerely,

Mary A Oster

Mary Ann Oster
Research Consultant

Enclosures

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FEB 23 '01 11:19 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT** **TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 21, 2001, by and between **JOSEPH TRANSPORTATION SERVICES, INC.** a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated November 15, 1993, between Assignor, as Lessor, and CEMEX USA CONSTRUCTION MATERIALS, INC., as Assignee, for thirty-eight (38) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of February 28, 2001

JOSEPH TRANSPORTATION SERVICES, INC.By: K. J. PurcellName: Kevin J. PurcellTitle: Vice President**WELLS FARGO EQUIPMENT FINANCE, INC.**By: Jacqueline F. BarraganName: Jacqueline F. BarraganTitle: VP

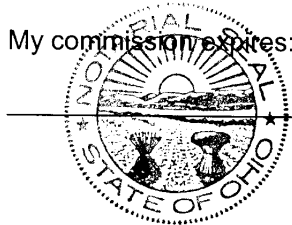
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of February, 2001 before me the subscriber, Linda M. Baughman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kevin J. Purcell, to me personally known, who stated and acknowledged that he is the Vice President of JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 21st day of February, 2001.


(Notary Signature)

My commission expires:




LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF MINNESOTA)
) SS:
COUNTY OF)

On this 22nd day of February, 2001, before me the subscriber,
Connie M. Longtine, a Notary Public, duly commissioned, qualified
and acting, within and for said County and State, appeared in person the within
named ^{Jacqueline P.} Barragan, to me personally known, who stated and acknowledged that
he/she is the Contract Analyst of Wells Fargo Equipment Finance, Inc., a
Minnesota corporation, and duly authorized by authority of the Board of Directors
or By-laws of said corporation in his/her capacity as such officer to execute and
acknowledge this document for and in the name and on behalf of said
corporation and further stated and acknowledged that he/she has so signed,
executed and delivered this document as the free and voluntary act and deed of
said corporation, for the consideration, uses and purposes therein mentioned
and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 22nd day of February, 2001.



(Notary Signature)

My commission expires:



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Thirty-eight (38) railcars bearing reporting marks as follows:

WRRC 200-202
WRRC 204-205
WRRC 207-208
WRRC 210-212
WRRC 214
WRRC 217
WRRC 221
WRRC 223-224
WRRC 226-230
WRRC 233
WRRC 235-243
WRRC 245-248
WRRC 250-251
WRRC 253-254

LEASE: Dated November 15, 1993, between JOSEPH TRANSPORTATION SERVICES, INC. and CEMEX USA CONSTRUCTION MATERIALS, INC.